

CONNELL FINANCE COMPANY, INC.

A SUBSIDIARY OF THE CONNELL COMPANY

45 CARDINAL DRIVE

WESTFIELD, N.J. 07090-1099 U.S.A.

TELEPHONE
(908) 233-0700

TELEFAX (908) 233-1070
TELEX 219258

January 20, 2000

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION NO. 13881-H FILED

JAN 21 '00

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SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

I have enclosed two originals of the secondary document described below, to be recorded pursuant to Section 11301 of Title 49 of the United States Code.

The enclosed document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of January 11, 2000 (the "Release"), issued by The Bank of New York, as Agent, (the "Agent"). The primary document to which the Release is connected is the Lease of Railroad Equipment dated as of December 1, 1982, between The Burlington Northern and Santa Fe Railway Company (as successor-in-interest to The Atchison, Topeka and Santa Fe Railway Company), as lessee and State Street Bank and Trust Company (as successor-in-interest to The Connecticut Bank and Trust Company), as lessor thereunder, recorded with the Interstate Commerce Commission (now replaced by the Surface Transportation Board) on December 28, 1982 at 12:35 p.m., and assigned Recordation No. 13881-B.

The name and address of Agent, the sole party to the Release, are as follows:

The Bank of New York
101 Barclay Street
New York, NY 10286

A description of the equipment covered by the Release is as follows:

Fourteen (14) General Electric Company Model C30-7 diesel-electric locomotives bearing identification numbers: ATSF 8153 through ATSF 8166 (inclusive) and, in the case of each such locomotive, all additions thereto, alterations thereof, replacements thereof and substitutions therefor.

A check in the amount of \$26.00 is enclosed to cover the fee for filing this Release. Please return one original of the Release and the extra copy of this letter, time- and date-stamped as to filing, and return any extra copies of the Release or this letter not needed by the Board for recordation to Carlton A. Blake, Esq., Assistant General Counsel, Connell Finance Company, Inc., 45 Cardinal Drive, Westfield, NJ 07090, or pursuant to the instructions of such other individual that is delivering these documents in person.

Mr. Vernon A. Williams, Secretary
January 20, 2000
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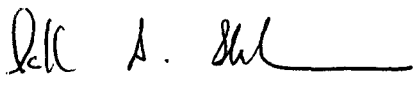
A short summary of the Release follows:

Release and Satisfaction and Bill of Sale dated as of January 11, 2000, by Bank of New York (as successor-in-interest to Mercantile-Safe Deposit and Trust Company), ("Agent") whereby Agent declares that certain Conditional Sale Agreement dated as of December 1, 1982 (the "Conditional Sale Agreement"), between State Street Bank and Trust Company (as successor-in-interest to The Connecticut Bank and Trust Company) ("Trustee") and General Electric Company to be satisfied and canceled and does consent that the same be discharged of record, and further does sell, assign, convey, transfer, set over, and release, unto Trustee all of its right, title and interest in and to (a) all of the railroad equipment of every character included in the Conditional Sale Agreement and now held by Agent, free of all liens, security interests and other encumbrances created or retained under the Conditional Sale Agreement or which result from claims against Agent, not related to the subject security interest in the railroad equipment; and (b) the Lease of Railroad Equipment dated as of December 1, 1982, between The Burlington Northern and Santa Fe Railway Company (as successor-in-interest to The Atchison, Topeka and Santa Fe Railway Company), as lessee and Trustee, as lessor.

If you have any questions, please do not hesitate to call the undersigned at (908) 233-0700. Thank you.

Sincerely,

CONNELL FINANCE COMPANY, INC.

By: 
Name: Carlton A. Blake
Title: Assistant General Counsel

Enclosures

JAN 21 '83

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SURFACE TRANSPORTATION BOARD

RELEASE AND SATISFACTION AND BILL OF SALE (82-15P)

This Release and Satisfaction and Bill of Sale is dated as of January 11, 2000, by Bank of New York (as successor to Mercantile-Safe Deposit and Trust Company), as Agent ("Agent").

WHEREAS, General Electric Company ("GE" or "Builder") and State Street Bank and Trust Company ("Trustee") (as successor-in-interest to The Connecticut Bank and Trust Company) are parties to that certain Conditional Sale Agreement dated as of December 1, 1982 (the "Conditional Sale Agreement"), pursuant to which Builder retained a security interest in the following equipment (the "Equipment"):

14 Model C30-7 diesel-electric locomotives with the following lessee road numbers: ATSF 8153 – 8166 (inclusive);

WHEREAS, Agent and Builder are parties to that certain Agreement and Assignment dated as of December 1, 1982 (the "Agreement and Assignment"), pursuant to which Builder assigned its interests in the Equipment to Agent;

WHEREAS, Trustee, as lessor thereunder, and The Burlington Northern and Santa Fe Railway Company (as successor to The Atchison, Topeka and Santa Fe Railway Company), as lessee thereunder ("Lessee"), are parties to that certain Lease of Railroad Equipment dated as of December 1, 1982 (as amended and extended, the "Lease"), pursuant to which Trustee leased the Equipment to Lessee;

WHEREAS, Trustee and Agent are parties to that certain Assignment of Lease and Agreement dated as of December 1, 1982 (the "Assignment of Lease"), pursuant to which Trustee assigned a collateral security interest in the Lease to Agent, securing the obligations owed under the Conditional Sale Agreement;

WHEREAS, the Conditional Sale Agreement, the Agreement and Assignment, the Lease and the Assignment of Lease were each recorded with the Interstate Commerce Commission (the ICC) on December 28, 1982 at 12:35 p.m., and given recordation numbers **13881**, **13881-A**, **13881-B** and **13881-C**, respectively;

WHEREAS, pursuant to an Amended and Restated Participation Agreement & Amendment dated as of December 1, 1983 (the *Omnibus Amendment*), among Lessee, Agent, "Owners" (defined therein), Trustee, "Investor" (defined therein) and the Permanent Investors (defined therein), the Conditional Sale Agreement, the Agreement and Assignment and the Lease were amended;

WHEREAS, the Omnibus Amendment was recorded with the ICC on December 22, 1983 at 11:55 a.m., and given recordation number **13881-D**;

WHEREAS, (a) the "CSA Indebtedness", as defined in the Conditional Sale Agreement, with interest thereon, has been fully paid and all of the obligations under the Conditional Sale Agreement have been fully complied with and performed and (b) LIC Associates, a Connecticut limited partnership ("LIC"), has succeeded to the interests of General Electric Capital

Corporation (formerly General Electric Credit Corporation) and Connell Finance Company, Inc.
(as successor-in-interest to Connell Rice & Sugar Co., Inc.);

WHEREAS, LIC is hereby duly requesting that Agent declare the Conditional Sale Agreement to be satisfied and canceled, release and transfer to Trustee all interests held by Agent in the Equipment, and provide for public recordation of evidence of such release and transfer, and Agent is willing to so declare, release and transfer and provide;


NOW THEREFORE, in consideration of One Dollar (\$1.00) and other valuable consideration:

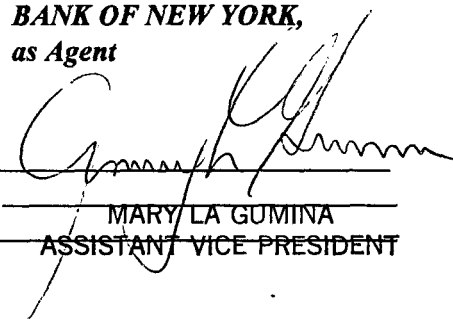
Agent does hereby declare the Conditional Sale Agreement to be satisfied and canceled and does consent that the same be discharged of record, and further does hereby sell, assign, convey, transfer, set over, and release, unto Trustee all of its right, title and interest in and to (a) all of the railroad equipment of every character included in the Conditional Sale Agreement and now held by Agent, free of all liens, security interests and other encumbrances created or retained under the Conditional Sale Agreement or which result from claims against Agent, not related to the subject security interest in the railroad equipment; and (b) the Lease.

IN WITNESS WHEREOF, Agent has caused these presents to be executed in its name by its officer thereunto duly authorized and its corporate seal to be hereunto affixed and attested as of this 11th day of January, 2000.

ATTEST:

BANK OF NEW YORK,
as Agent


Name: THOMAS B. ZAKRZEWSKI
Title: VICE PRESIDENT

By: 
Name: MARY LA GUMINA
Title: ASSISTANT VICE PRESIDENT

STATE OF NEW YORK)

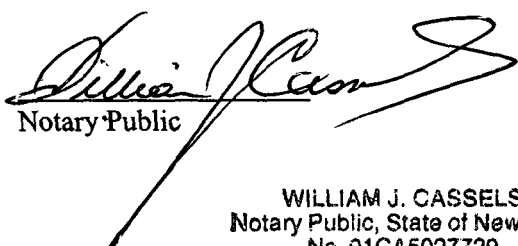
) ss:

COUNTY OF NEW YORK)

On this 11th day of January, 2000, before me personally appeared MARY LA GUMINA, to me personally known, who, being by me duly sworn, says that he/she is an Ass't. Vice Pres. of BANK OF NEW YORK, that the corporate seal affixed to the instrument was signed and sealed on behalf of said corporation by authority of said corporation and by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My Commission Expires:


Notary Public

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 16, 2000